

Minutes

**of the Ordinary Members' Meeting of the
Central College of the German Confectionery Industry e.V.**

Wednesday, 12 June 2024

Start: 10:00 am

End: 11:09 am

Chair of the meeting: Andreas Coppenrath

**Ordinary Member's Meeting of the Association
Central College of the German Confectionery Industry e.V.
Solingen-Gräfrath on 12 June 2024, 10:00 am**

Agenda

1. Welcome
2. Antitrust Compliance Statement*
3. Minutes of the Members' Meeting of 14 June 2023
4. Receipt and Approval of the Annual Report 2023
5. Receipt and Approval of the Financial Accounts 2023
6. Appointment of the Auditor
7. Approval of the Budget Estimate 2024
8. Appropriation of the net profit for 2023
9. Membership data
10. Discharge of the Executive Board and management
11. Election of the Executive Board
12. Miscellaneous

*Those present acknowledge that at all meetings of the Zentralfachschule der Deutschen Süßwarenwirtschaft e.V. (ZDS), including this one, it is not permitted to discuss, communicate, exchange or agree on confidential business information with the purpose or effect of restricting free competition. This includes, but is not limited to, prices and terms, the nature and identity of its own customers and suppliers, and corporate or marketing plans. The antitrust compliance statement of the ZDS must be observed without restriction.

TOP 1 Welcome

Mr Coppenrath, Chairman of the Board of the Zentralfachschule der Deutschen Süßwarenwirtschaft e. V., hereinafter referred to as ZDS, welcomes the members present to the General Meeting and thanks them for their attendance, also on behalf of Mr Andreas Bertram, Managing Director of the ZDS.

The General Meeting is opened by Mr Andreas Coppenrath. He establishes that the meeting has been convened in accordance with the Articles of Association. The invitation has been issued in due form and time and there is a quorum.

17 companies with voting rights are represented. A further 5 member-companies are represented by proxy and read out by Mr Andreas Coppenrath.

No motions regarding the agenda were received. No further motions are submitted by the participants. The Agenda is therefore adopted.

TOP 2 Antitrust Compliance Statement

Mr Andreas Coppenrath reads the attached declaration of compliance.

TOP 3 Minutes of the Members' Meeting of 14 June 2023

There are no comments on the minutes of the last Members' Meeting on 14 June. Mr Coppenrath asks for the minutes to be approved. The minutes are unanimously approved (17 x yes + 5 proxies).

TOP 4 Receipt and Approval of the Annual Report 2023

Mr Andreas Bertram welcomes the participants and reads out the annual report for 2023. Mr Bertram also briefly mentions the possibility for members to use the ZDS technical centres and thanks the ZDS team, the board and the members for their cooperation and collaboration.

Mr Harald Otto from Gebr. Jancke GmbH then asks a question about the low number of member companies listed on the website. Mr Bertram explains that the listing on the website is a voluntary decision of the companies.

Member Services will again remind member companies of the opportunity to be mentioned on the website if they so wish.

Mr Coppenrath asks for acceptance and approval of the Annual Report. The Annual Report is unanimously approved.

TOP 5 Acceptance and approval of the 2023 financial statements

Mr Bertram compares the financial statements for 2022 and 2023. He explains the special year 2022 due to the ChocoTec event, which only takes place every two years. He also points out the increased personnel and food costs.

After a detailed presentation of the figures, participants have the opportunity to ask questions. No questions are asked.

Andreas Coppenrath proposed that the 2023 financial statements be established, which was unanimously approved.

TOP 6 Appointment of auditors

Ms Jana Hilgenhof, auditor and tax adviser from Felicitas GmbH in Cologne, is briefly introduced by Mr Coppenrath and asked to present her comments and explanations on the 2023 financial statements.

Ms Hilgenhof thanks the Supervisory Board for its trust and good cooperation and explains the nature, scope and subject matter of the audit. As a result, Ms Hilgenhof, as the appointed auditor, issues an unqualified audit opinion on the annual financial statements of ZDS for the financial year 2023.

At the request of Mr Coppenrath, there are no comments from the participants. Mr Coppenrath proposes that the auditing company Felicitas GmbH be reappointed for the financial year 2024 in accordance with the resolution of the Board of Directors. This proposal is unanimously approved.

Ms Jana Hilgenhof thanks the Board for its confidence and accepts the mandate for the 2024 audit.

TOP 7 Approval of the proposal for the 2024 budget

Mr Andreas Coppenrath introduces item 7 of the agenda 'Approval of the draft budget for 2024'.

Mr Bertram gives a conservative assessment of the budget estimate for 2024, emphasising that the basis for a balanced budget is based on refinancing from the County Council, income from adult education and membership fees and donations. He points out that one of the challenges to achieving a balanced budget in the coming years will be the ever-increasing cost of energy. A change of electricity and gas supplier and changes to contracts have already been implemented. Significant efforts will also be made to achieve a balanced budget in 2024. In response to questions, there are no further comments on the proposed budget.

The representative of the member company GNT Europe GmbH joined the meeting at 10.35.

Mr Coppenrath's proposal to approve the 2024 budget is adopted unanimously (18 votes in favour + 5 abstentions).

TOP 8 Appropriation of net income

Mr Bertram introduces item 8 of the agenda and gives a brief feedback on the refurbishment of the auditorium.

Mr Coppenrath adds that "building in existing structures" is a major challenge for all involved and that the ceiling of the auditorium needs renovation. Following the refurbishment of the auditorium ceiling, the seating will also be replaced. The auditorium is expected to be fully operational by the end of August. It will have improved acoustics and modern technology and will be used more frequently for members' events.

Mr Coppenrath then proposes that the annual accounts be approved, subject to the following points

- Settlement of the loss carried forward of € 140,134.89,
- Transfer to the project reserve of € 100,000.00,
(refurbishment of the auditorium)
- Transfer to the operating reserve of € 13,465.64.

The motion is unanimously approved.

TOP 9 Membership movement

Mr Bertram briefly explains the membership statistics for the last few years. The decline in membership is mainly due to the changing economic conditions and the associated general economic uncertainty. In addition, there has been an increasing number of mergers in the food industry and its suppliers, which have also affected the figures. In order to fulfil the wishes of the Board of Directors, Mr Bertram will be increasing his visits to companies and focusing on the acquisition of new members.

In this context, Mr Bertram emphasises the central importance of the members for the further development of the ZDS. He expressly thanks the members for their support in the form of donations in kind and in cash.

On 31 May 2024, the number of members was 218.

In response to Mr Uwe Möllhoff's question about the difference in membership fees of around €35,000.00 between 2023 and 2024, Mr Bertram replied that some companies were willing to voluntarily pay higher contributions.

After the pandemic, international companies were more willing to invest in adult education than German companies. Mr Bertram notes that a company's marketing expenditure and willingness to invest in continuing education can often be taken as an indicator of its economic situation and expresses the wish for more advertising for the ZDS.

There are no further questions regarding the movement of members.

TOP 10 Discharge of the Executive Board and management

Mr Andreas Reichert thanks the management and the Board of Directors. On behalf of all members, Mr Andreas Reichert of Rübezahl Schokoladen GmbH requests that the discharge be granted to the Board of Directors. This is unanimously approved.

Mr Andreas Reichert then requests, on behalf of all members, the discharge of the Board of Directors. This is also unanimously approved.

The Board and Management thanks the members for the confidence shown in the discharge and look forward to working together in the future.

TOP 11 Election of the Executive Board

Dr Mario Mundorf conducts the election. He is a member of the ZDS Board delegated by the BDSI and is not standing for election. Dr Mundorf informs the members that, in accordance with the statutes, the Board is to be re-elected this year. According to the statutes, the Board has to be re-elected every three years.

Dr Mundorf asks if there are any other persons wishing to stand for election. No other candidates are proposed.

Presentation of the candidates standing for re-election

Mr Andreas Coppenrath	Coppenrath Feingebäck GmbH, Geeste
Mr Jan Michaelis	HANSELLA GmbH, Viersen
Mr Federico Mandl	Ferrero Deutschland GmbH, Stadtallendorf
Mr Dr. Klemens van Betteray	CSB-System SE, Geilenkirchen
Mr Achim de Vries	Katjes Fassin GmbH & Co. KG, Emmerich

For the new election:

Mr Arndt Rüsge	HARIBO Holding GmbH & Co. KG, Grafschaft
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The elections take place individually.

Mr Andreas Coppenrath is unanimously elected to the Board of the ZDS.

Mr Jan Michaelis is unanimously elected to the Board of the ZDS. Mr Michaelis is not present, but has agreed to the election in advance and is looking forward to continuing his work on the Board. He therefore accepts the election.

Mr Federico Mandl is unanimously elected to the ZDS Board. Mr Mandl is also not present, but has agreed to the election in advance and is looking forward to continuing his work on the board. He therefore accepts the election.

Dr Klemens van Betteray is unanimously elected to the ZDS Board.

Mr Achim de Vries is unanimously elected to the ZDS Board.

Mr Arndt Rüsge introduces himself as a new candidate for the ZDS Board.

He is unanimously elected to the ZDS Board.

After the vote, the candidates are asked individually if they accept the election. All candidates answer „YES“ and accept the election. The new ZDS Board is now elected.

Mr Coppenrath thanks all those who voted and congratulates the Board members on their election to the ZDS Board, also on behalf of Mr Bertram.

TOP 12 Miscellaneous

Mr Copenrath introduces the item 'Miscellaneous' and asks if there are any further comments. There were none.

Mr Copenrath thanks all attendees for their active participation in this year's General Assembly and offers all interested members a tour of the Technika, which will be led by Mr Bertram. He concludes by wishing all members good health and a successful 2024.

The General Meeting ends at 11:09 a.m.

Solingen, 19 July 2024



Andreas Copenrath
Chairman of the Management Board



Andreas Bertram
Executive member of the board